

EXHIBIT “A”

Bullivant/Houser/Bailey PC

3080 Howard Hughes Pkwy., Suite 550
Las Vegas, NV 89169
Telephone: (702) 650-6565
Facsimile: (702) 650-2995

George A. Davis
CADWALADER, WICKERSHAM & TAFT
One World Financial Center
New York, NY 10281
Telephone No.: (212) 504-6000
Facsimile No.: (212) 504-6666

Judy G.Z. Liu
Tyson M. Lomazow
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Telephone No.: (212) 310-8000
Facsimile No.: (212) 310-8007

Peter C. Bernhard (Nevada Bar No. 0734)
Georganne W. Bradley (Nevada Bar No. 1105)
BULLIVANT HOUSER BAILEY PC
3980 Howard Hughes Pkwy., Ste. 550
Las Vegas, NV 89169
Telephone No.: (702) 650-6565
Facsimile No.: (702) 650-2995
E-Mail: peter.bernhard@bullivant.com
georganne.bradley@bullivant.com

Counsel for Compass Financial Partners LLC

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	ORDER GRANTING COMPASS FINANCIAL PARTNERS' MOTION FOR ORDER ENFORCING CONFIRMATION ORDER AND DETERMINING NO SURVIVING SECTION 3 RIGHT EXISTS WITH RESPECT TO THE FIESTA OAK VALLEY LOAN
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input checked="" type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Securities, LLC <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA First Trust Deed Fund, LLC	
Date: May 11, 2007 Time: 9:30 a.m.	

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Las Vegas, NV 89169
Telephone: (702) 650-6565
Facsimile: (702) 650-2993

1 The Court conducted a hearing on May 11, 2007 on the Motion for Order Enforcing
2 Confirmation Order and Determining No Surviving Section 3 Right Exists With Respect to the
3 Fiesta Oak Valley Loan (the "Motion"), which was filed by Compass Financial Partners, LLC
4 ("Compass") on March 30, 2007. Appearances of counsel were noted on the record at the
5 hearing.

6 Having considered the Motion, the declaration and supplemental declaration filed in
7 support thereof, the opposition thereto and the declarations in support of the opposition, the
8 joinder in the opposition, and the reply to the opposition, and having heard arguments of
9 counsel, and finding that notice of the Motion was proper and appropriate under the
10 circumstances, that good cause exists for granting the Motion,

11 IT IS HEREBY ORDERED that the Motion be, and it hereby is, GRANTED; and

12 IT IS FURTHER ORDERED that Debt Acquisition Company of America ("DACA")
13 failed to establish that 51% of Direct Lenders¹ in the Fiesta Oak Valley Loan elected to
14 terminate Compass as loan servicer, such that a Surviving Section 3 Right was not properly
15 exercised; and

16 IT IS FURTHER ORDERED that in the event a Direct Lender attempts to exercise a
17 Surviving Section 3 Right, the record date for determining whether such Surviving Section 3
18 Right has been properly exercised shall be the thirtieth (30th) day following the date on which a
19 Compass Motion is filed; and

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28 ¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

1 IT IS FURTHER ORDERED that nothing set forth in this Order shall modify or be
2 deemed to modify the Confirmation Order, the Plan, or the Servicing Agreements, or the parties
3 rights thereunder, except to the extent expressly set forth herein.

4 Submitted by:

5 CADWALADER WICKERSHAM & TAFT

-and-

6 WEIL GOTSHAL & MANGES, LLP

-and-

7 BULLIVANT HOUSER BAILEY PC

8
9 By: Georganne W. Bradley
Georganne W. Bradley, Esq.

10 *Attorneys for Compass Financial Partners*

11
12 Approved/Disapproved by:

13 KIRBY & McGUINN, A P.C.

14
15 By: _____
Dean T. Kirby, Jr.

16 *Attorneys for Debt Acquisition Company of America*

17
18 Approved/Disapproved by:

19 JONES VARGAS

20
21 By: _____
Janet L. Chubb, Esq.

22 *Attorneys for Robert J. Kehl, Ruth Ann Kehl, and Judy A. Bonnet*

23
24 Approved/Disapproved by:

25 OFFICE OF THE U.S. TRUSTEE

26 By: August B. Landis
August B. Landis, Esq.

1 In accordance with Local Rule 9021, the undersigned certifies:
2

3 The court waived the requirements of LR 9021.

4 No parties appeared or filed written objections, and there is no trustee
5 appointed in the case.

6 ☒ I have delivered a copy of this proposed order to all counsel who
7 appeared at the hearing, any unrepresented parties who appeared at the hearing, and any
8 trustee appointed in this case, and each has approved or disapproved the order, or failed
9 to respond, as indicated below:

10 Dean T. Kirby, Jr.: WOULD NOT SIGN-DISAPPROVED
11 Janet L. Chubb, Esq.: NO RESPDNSE
12 Office of U.S. Trustee: APPROVED

13 BULLIVANT HOUSER BAILEY P.C.

14 By: Georganne W. Bradley
15 Georganne W. Bradley, Esq.

BullivantHouserBailey PC

3980 Howard Hughes Drive, Suite 550
Las Vegas, NV 89169
Telephone: (702) 650-4565
Facsimile: (702) 650-2905